CLR ANNUAL SUPPORT - FAST TAX
CLR ANNUAL SUPPORT - FAST TAX

Computer Associates CA BPWIN ANNUAL MAINTENANCE

Computer Associates Enterprise Agreement (DC Portion) Paid through January 31, 2002

Computer Associates Enterprise Agreement (MD Portion) Paid through January 31, 2002

Computer Associates ERWIN 5 COPIES ANNUAL MAINTENANCE ERWIN 5 LIC ANNUAL MAINT FOR EDW

Computer Associates ERWIN AND MODEL MART ANNUAL MAINTENANCE
Computer Associates ERWIN MODELMART 8 CNXTN ANNUAL MTCE FOR EDW
Computer Associates ERWIN WEB PUBLISHER ANNUAL MAINTENANCE

COMPUWARE ABEND AID MVS
COMPUWARE ABEND-ACT

COMPUWARE EXPEDITER (TSO AND CISC)
COMPUWARE EXPEDITER XCHANGE
COMPUWARE FILE AID DATAAGER

COMPUWARE FILEAID XE HYPERSTATION

COMPUWARE IMS AND DB2
COMPUWARE QA DIRECTOR
COMPUWARE QA HIPERSTATION
COMPUWARE VIEWING FACILITY

COMPUWARE XPEDITER
COMPUWARE XPEDITER CICS
COMPUWARE XPEDITER TSO
COMUPWARE FILE AID MVS

CONSUL RISK MGMT MANAGEMENT RACF/AUDIT
CSC Healthcare Monthly Maintenance Contract - MHS

CSC Healthcare Monthly Maintenance Contract - Universe (1144 Users)
CSC Healthcare Monthly Maintenance Contract - Universe (32 Users)

DIVERSIFIED JOBSCAN DIVERSIFIED SW JOBSCAN

Eastman Software MAINTENANCE CONTRACT FOR REMOTE PRODUCTION

SUPPORT BUG PATCHES NEW RELEASES PORTION IN ITBP

IN 2000

EDGE INFO GROUP EDGE PORTOFOLIO ANALYZER

EMPIRE HPA ANNUAL MAINTENANCE CONTRACT
ENVOY MAINTANCE FOR CLEARINGHOUSE

ET DB ARTISAN FOR SYBASE (NEW PURCHASE FOR STARS IN

2000)

ET DBARTISAN ANNUAL MAINTENANCE

ET DBARTISAN ANNUAL MAINTENCE FOR STARS

ET DBARTISAN MTCE FOR FACETS APPL GRP 2 LICENSES (NEW

PURCHASE IN 2001)

EVERGREEN - NAI Network Associates Magic S/W Maintenance

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**FACETS** 

HEALTH CLAIMS SYSTEM

FISCHER INTL

IOF

FITZGERALD AND LONG FAST

FREEDOM

ANNUAL SUPPORT - TRACKER SOFTWARE

GARY BERGMAN ASSOC ADVANCED DEBUGGING SYS

GT SOFTWARE GTSOFTWARE

ASSIST VISION ASSIST/GT MVS

HBOC - McKesson

ANNUAL SUPPORT FOR GMIS CLAIMCHECK

Health Ink and Vitality

ANNUAL MAINTENANCE FOR FAMILY HEALTH ADVISOR

WEBSITE

**HEALTHAXIS** 

TPA CLAIMS SYSTEM

HELP SYSTEMS

**ROBOT CPA AS400** 

**HMS** 

PA&R UPGRADE ANNUAL MAINTENANCE CONTRACT DRG GROUPER ANNUAL MAINTENANCE CONTRACT

HSS **IBM** 

ANNUAL AIX SUPPORT FOR NEW RS/6000 SERVERS

IBM

ANNUAL MAINTENANCE FOR CAREFIRST.COM AND

IBM

CONTENT MANAGEMENT

ANNUAL SUPPORT AIX

IBM

ANNUAL SUPPORT AIX LINE ANNUAL SUPPORT FOR NETVIEW

IBM

EAS AGREEMENT

**IBM IBM** 

ENTERPRISE AGREEMENT

**IBM** 

PASSPORT AGREEMENT FOR LOTUS SW AND IBM CLIENT

SERVER SW

INFORMATION BLDRS

INFORMIX

**FOCUS** INFORMIX DBSERVER 4GL ANNUAL DEV ANNUAL

MAINTENANCE

**INFORMIX** 

INFORMIX DBSERVER 4GL RUNTIME ANNUAL MTCE

INNOVATION

FATS

**INTERSYS** 

INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT-

TEST BOX

INTERSYS

INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT-

MEDR BOX

**INTERSYS** 

SOFTWARE MAINTENANCE AND SUPPORT CONTRACT-

PRODUCTION BOX

Invensys (formerly BAAN)

Annual Maintenance Support for SMIS

Invensys (formerly BAAN) Invensys (formerly BAAN)

Annual Maintenance Support for SMIS Annual Maintenance Support for SMIS for Tivoli Support for new

Servers

LANDMARK

MONITOR FOR CICS

CICS FRS RECOVERY

LANDMARK

NAVIGRAPH

LANDMARK

TMON DB2

LANDMARK

TMON MVS

MACKINNEY

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MAINSTAR ABARS MGR **MAINSTAR** VSAM MGR MARBLE COMP DCDIII

M&R ANNUAL MAINTENANCE CONTRACT MED MED UCS MONTHLY MAINTENANCE CONTRACT

MERRILL CONSULT

MS DEVELOPER NETWORK SUBSCRIPTION **MICROSOFT** MS PREMIER SUPPORT AGREEMENT MICROSOFT VIEWDIRECT/ DOCUMENT DIRECT MOBIUS

MOBIUS SW FACETS MAINT RENEWAL

Maintenance on DSS Agent administrator MSTR NDD NDD LDRPS ANNUAL SOFTWARE MAINT ANNUAL SUPPORT - ORACLE FINANCIALS ORACLE ORACLE ORACLE 105DB 52SOL+ ANNUAL MAINTEANCE

**ORACLE** ORACLE 125 DB & PARTITIONING ANNUAL MTCE FOR EDW ORACLE ORACLE 150 APPLICATIONS USER ANNUAL MTC FOR BSRP **ORACLE** ORACLE 36 NAMED USER FIN9000 ANNUAL MTCE FOR BSRP

**ORACLE** ORACLE 5 DB LIC ANNUAL MAINTENANCE

**ORACLE** ORACLE 78 NAMED USER OPS ANNUAL MTC FOR

**ECOMMERCE** 

**ORACLE** ORACLE 78 NMD USER ANNUAL MAINTE FOR ECOMMERCE ORACLE DB AND OPS ANNUAL MAINT FOR ECOMMERCE **ORACLE** 

**ORACLE** ORACLE MAINT FOR ECOM TEST SP ENVIRONMENT

**ORACLE** ORACLE UPU DB ANNUAL MTCE FOR RMIS **ORACLE** ORACLE UPU FIN9000 ANNUAL MAINT FOR BSRP **PATHLORE** ANNUAL SUPPORT FOR EXPLAIN (ONLINE HELP)

**PATHLORE** PHOENIX

**PATHLORESOFTWARE** EXPLAIN CICS MVS

**PATHLORESOFTWARE** PHOENIX

**PRIMAVERA** ANNUAL MAINTENANCE CONTRACT

PRINCETOMSOFTECH RELATIONAL TOOL

PRODATA DBU AS400 **PRODATA** DBU SOFTWARE

**PROGRAMART** STROBE

COST OF RENEWAL FOR SUPPORT FOR THE RATIONAL RATIONAL

ROBOT TOOL

Rational CLEARCASE

MULTISITE

ANNUALMAINTENANCECONTRACT

Rational CLEARQUEST

ANNUALMAINTENANCECONTRACT

CLEARCASE REALMED

SCREEN SURFER - CUSTOMER INQUIRIES Recognition Research, Inc.

REPONSESYSTEMS

Forms Processing Project Maintenance

DBSBPT

REQUISITEPRO

ANNUAL MAINTENANCE CONTRACT

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REVEAL NET ANNUAL MAINTENANCE REVEAL

REVEAL NET ANNUAL MTCE NEW FOR ECOMMERCE REVEAL

HOW Framework renewal and support RIVERTON

RESOURCE MANAGEMENT INFORMATION SYSTEM RMIS

ANNUAL SUPPORT FOR LATRON (DENTAL) RMS

ROCKETSOFTWARE ROCKET COMPLIER

ALL PRODUCTS SAS

ANNUAL MAINTENANCE COST FOR PC SAS SAS

SAS DB2 SASINSTITURE SAS BASE SASINSTITUTE SAS CONNECT SASINSTITUTE

SAS FSP SASINSTITUTE

SAS GRAPHICS SASINSTITUTE SASINSTITUTE SAS STAT COMPAREX SERENA **SERENASW** COMPAREX PROC SYNCSORT SNNCSORT

SOFTWAREENGINEERS PDS FAST

SAVERS SYS LOGICAL SOFTWAREENGINEERS SOFTWAREENGINEERS TRMSVTAM CICS

VSAM OUICK INDEX SOFTWORKS STERLING CONNECT MAILBOX DIRECT SN AND M400 STERLING DIRECT SN AND MVS STERLING

STERLING SHRINK IMS

ANNUAL SUPPORT - PAREX INVESTMENTS SYSTEM SUNGARD ANNUAL SUPPORT - PAREX INVESTMENTS SYSTEM SUNGARD

**SWHOSUE** SMS SERVER MAINTENANCE

**SWHOUSE** CITRIX SOFTWARE MAINTENANCE MICROSOFT DESKTOP ANNUAL MAINTENANCE CONTRACT **SWHOUSE** NAV 2 YEAR UPGRADE PROTECTION MAINTENANCE 2800 **SWHOUSE** 

SEATS

NAV PLATINUM SUPPORT CONTRACT **SWHOUSE** 

**SWHOUSE** NT SERVER MAINTENANCE

REFLECTIONS ANNUAL MAINTENANCE CONTRACT **SWHOUSE** 

SOFTWARE MAINTENANCE FOR SYBASE POWERBUILDER **SWHOUSE** 

CLIENTF

SQL SERVER MAINTENANCE **SWHOUSE** SYBASE 4 POWERBUILDER LICENSES

SQL ANYWHERE ANNUAL MAINTENANCE SYBASE

SYBASE 25 ASE LICENSE ANNUAL MTCE FOR STARS SYBASE

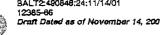
SYBASE ASE/REPLCTN ANNL MAINT FOR FACETS XFER SYBASE

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FROM 3212

SYNCOSRT ND MOVER

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SYNCSORT

COBOL ADVANTAGE

SYNCSORT

SYNCSORT

SYNCSORT

SYNCSORT UNIX VERSION

SYNERTECH

SYNERTECH SOFTWARE & MAINTENANCE CONTRACT

SYNSORT

SYNCSORT MVS

TCSASPECT

MAINTENANCE CONTRACT FOR MD ASPECT PORTION

**BALANCE IN DC BUDGET 3122** 

TCSASPECT

SOFTWARE MAINTENANCE COST FOR TCS SYSTEM WITH

THE BALANCE IN COST CENTER 626

TDS

ANNUALSUPPORTFORALGS

TOGETHERSOFT

Renewal for Together Solo modeling tool from 2000 edistribution

TRIZETTO PPPA

OUTSOURCED CLINICAL SITE SOFTWARE

UNITECHSYSTEMSINC

**ACRSUMMER** 

VIPS

ANNUAL MAINTENANCE CONTRACT - EXPENSED MONTHLY FROM 8/2001 ON, ADDITIONAL EXPENSES WILL

NEED TO BE PUT IN PLACE IN 2002 FOR THE JAN - JUL TIME.

XENOS

CONSILE





The state of the s

# Section 4.20 Real and Personal Property

#### REAL ESTATE PROPERTY OWNED:

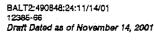
- 2211 York Road, Timonium, MD
- 2205 York Road, Timonium, MD
- 3. 110 Baughman's Lane, Frederick, MD
- One Knoll North Drive, Columbia, MD
- Two Knoll North Drive, Columbia, MD
- 201-205 West 14th Street, Wilmington, DE

#### **ADMINISTRATIVE SITES:**

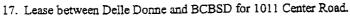
- 1. Lease between Bay Street Venture, LLC and Delmarva Health Plan for Bay Street Plaza.
- 2. Lease between Allegheny County Commissioner and BCBS-MD dated May 1991 for NASCO, Commerce Drive.
- 3. Lease between Owings Mills Corporate Center Limited Partnership and BCBS-MD dated February 1, 1991 for Owings Mills 3 (T).
- 4. Lease between Four Owings Mills Corporate Center Limited Partnership and BCBS-MD dated February 1, 1992 for Owings Mills 4 (II).
- 5. Lease between Rouse Teachers Properties Inc. c/o Columbia Management, Inc. and BCBS-MD for Rivers Park I (Data Warehouse).
- 6. Lease between Columbia Management and BCBS-MD dated June 12, 1996 for Rivers Park II (Columbia Data Center).
- 7. Lease between Timonium Joint Venture and BCBS-MD dated September 24, 1996 for Timonium Business Park (Medicare, FEP, Medi-Care First).
- 8. Lease between HUB Partners Trust and CFS dated July 24, 1990, as amended on September 2, 1993 and July 31, 1997, for NationsBank Tower II, Baltimore City. Lease renewed - 10/01/00 to 09/30/07.
- 9. Lease between Parcel 49B Limited Partnership and Group Hospitalization and Medical Services, Inc. (D/B/A CareFirst BlueCross BlueShield) dated January 18, 2001 for Portals.
- 10. Lease between Merritt-DM1, LLC and CareFirst of Maryland, Inc. dated September 13,1999 for Red Run.
- 11. Lease between Highwoods Realty Limited Partnership and Willse & Associates, Inc. (D/B/A CareFirst Administrators) dated July 1, 2000 for Charlotte, NC.
- 12. Lease between Pender Office, L.L.C. and National Capital Administrative Services, Inc. dated November 11, 1999 for Pender Business Park, Fairfax, VA.
- 13. Lease between JBG/JER 550 L.L.C. and Group Hospitalization and Medical Services, Inc. dated November 11, 1998 for 500-550 12th Street, S.W., Washington, D.C., 20065.
- 14. Lease between Foulkstone Partnership and BCBSD for 1401 Foulk Road.
- 15. Lease between Foulkstone Partnership and BCBSD for 1413 Foulk Road.
- 16. Lease between Christiana Health Care and BCBSD for 200 Hygeia Drive.











- 18. Lease between Four Owings Mills Corp. Center, L.L.P. and BCBS-MD, as amended on March 31, 1994.
- 19. Lease between Three Owings Mills Land Limited Partnership and BCBS-MD, as amended February 3, 1994.
- 20. Lease agreement by and between Parkways Enterprise Limited and Capital Area Services Company, Inc., dated March 5, 1992 for 200 Kanawha Boulevard East.
- 21. Lease between Airport Square XIX, LLC and Preferred Health Network of Maryland, Inc., dated January 4, 1996.

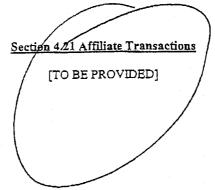
#### DISTRICT OFFICES:

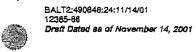
- 1. Lease between 125 West St. Assoc. c/o Innovative Properties and BCBS-MD dated December 9, 1996 for Annapolis.
- 2. Lease between Jim Hilgeman and BCBS-MD dated 11/05/99 for Cumberland.
- 3. Lease between Capico, Inc. and BCBS-MD dated August 27, 1996 for Philmore Commons, Salisbury.
- 4. Lease between EP L.P. and BCBS-MD dated July 31, 1997 for Eastern Blvd., Hagerstown.

#### MEDICAL CENTERS:

- 1. Lease between Liberty Property, LP and CMP dated January 10, 1995 for Annapolis Regional.
- 2. Lease between Plumtree Station, L.L.P. and CFS dated July 16, 1996 for Bel Air.
- 3. Lease between PMG and BCBS-MD (no date) for Frederick Regional.
- 4. Lease between Beltway Crossing LLC and CFS dated May 22, 1996 for Glen Burnie.
- 5. Lease between Candler Associates and CFS dated July 25, 1996 for Inner Harbor.
- 6. Lease between CMP and BCBS-MD dated January 21, 1992 for Knoll I.
- 7. Lease between CMP and BCBS-MD dated January 21, 1992 for Knoll II.
- 8. Lease between Mountain Road Assoc. and CMP dated November 29, 1996 for Lake Shore (Pasadena).
- 9. Lease between All Saints Association c/o Phillips Property Management, Inc. and CMP dated November 18, 1994.
- 10. Lease between Whalen Properties L.P. and CFS dated October 3, 1996 for Security, 4 West Rolling Crossroads, Suite 200.
- 11. Lease between Montgomery Rd-1 Limited Partnership and CFS dated December 11, 1996 for Severna Park.
- 12. Lease between David S. Brown Enterprises and CFS dated September 19, 1996 for White Marsh.
- 13. Lease between Kensington Associates, LP and CFS dated October 1, 1996 for Wilkens Avenue.







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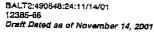
## Section 6.1 Pre-Closing Operations

- [Section 6.1 shall not prevent or preclude CareFirst from entering into or renewing any contract or
  commitment with customers or providers in the ordinary course of business consistent with past
  practice, other than customer contracts with multi-year fee or rate guarantees involving an annual
  premium or administrative services fees in excess of \$2.5 million or other customer contracts
  involving an annual premium or administrative services fees in excess of \$\_\_\_\_\_\_\_.]
- 2. [Prior to the Closing Date, CareFirst shall amend the Merger Retention Bonus Plan (the "Merger Bonus Plan") to provide that potential payments to participants under the Merger Bonus Plan shall be made in restricted share rights to receive Purchaser Common Stock having a fair market value as of the Closing Date equal to the value of the cash payments that would be received under the Merger Bonus Plan. For this purpose, the Average Market Price shall represent the fair market value per share of Purchaser Common Stock. The shares of Purchaser Common Stock to be received by such participates shall be granted under the Purchaser's standard terms and conditions for restricted share right grants, including a provision that vests ownership in the underlying shares of Purchaser Common Stock over a three-year period assuming continued employment with the Surviving Corporation, the Purchaser or any of their Affiliates.]

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